

RECORDATION NO. 23415 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

MAR 21 '01 11:04 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 20, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease of Railway Equipment, dated as of March 21, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	GIE Finliner Meltem 260 Boulevard St. Germain 75007 Paris, France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

One (1) dual cab high horsepower electric locomotive: AMTK 657.

Mr. Vernon A. Williams
March 20, 2001
Page 2

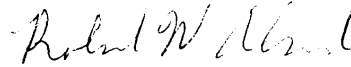
A short summary of the document to appear in the index is:

Memorandum of Lease of Railway Equipment, dated as of March 21, 2001, between GIE Finliner Meltem, Lessor, and National Railroad Passenger Corporation, Lessee, covering one (1) dual cab high horsepower electric locomotive: AMTK 657.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. **23415** FILED

MAR 21 '01 11-04 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated March 21, 2001, between GIE FINLINER MELTEM, a groupement d'intérêt économique, having its registered office (*siège social*) at 260, boulevard Saint Germain, 75007 Paris, France (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*" or "*Amtrak*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee have entered into that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated February 27, 2001 (the "*Supplement*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease shall be effective as of the Closing Date and the Supplement shall be effective as of the Delivery Date of the Equipment (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show for the public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER MELTEM

By: _____

Name:

Title:

Address: 260, boulevard Saint Germain,
75007 Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein

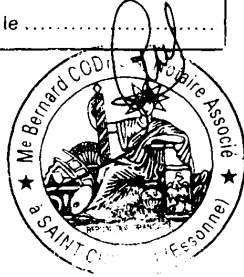
Name: Dale M. Stein

Title: Treasurer

IN WITNESS WHEREOF, the parties hereto have caused this Security Agreement to be duly executed as of the day and year first above written.

GIE FINLINER MELTEM, as Lessor

Je soussigné M^e Godard
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
..... Mo. MARAUD
apposée ci-dessus.
A St Chéron, le



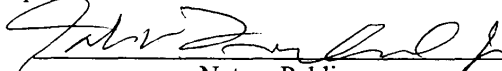
By: [Signature]
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION, as Lessee

By: _____
Name: Dale M. Stein
Title: Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 12 day of March, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 2/14/05

Schedule A to
Memorandum of Lease

DESCRIPTION OF UNITS

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual-Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 657